

BLACKROCK INC /NY
Form 3
April 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

ANDERSON KEITH
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/06/2006

3. Issuer Name and Ticker or Trading Symbol
BLACKROCK INC /NY [BLK]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Vice Chairman

5. If Amendment, Date Original Filed(Month/Day/Year)

BLACKROCK, INC., 40
EAST 52ND STREET

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Shares of Class A Common Stock (par value \$0.01 per share)

319,417 ⁽¹⁾ ⁽²⁾

D

ANDERSON KEITH

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Shares of Class B Common Stock (par value \$0.01 per share)	Â (3)	Â (3)	Class A Common Stock	0.4175	\$ (3)	D	Â
Shares of Class B Common Stock (par value \$0.01 per share)	Â (3)	Â (3)	Class A Common Stock	82,500	\$ (3)	I	By family trust (4)
Shares of Class B Common Stock (par value \$0.01 per share)	Â (3)	Â (3)	Class A Common Stock	82,500	\$ (3)	I	By family trust (4)
Employee Stock Option (right to buy)	Â (5)	12/15/2010	Class A Common Stock	35,000	\$ 43.3125	D	Â
Employee Stock Option (right to buy)	12/31/2006	10/15/2012	Class A Common Stock	200,000	\$ 37.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON KEITH BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	Â	Â	Â Vice Chairman	Â

Signatures

/s/ Daniel R. Waltcher as Attorney-in-fact for Keith T. Anderson

04/17/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes 1,286 shares of Class A Common Stock acquired by the reporting person through March 31, 2006 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). The information on this report with respect to the ISP is based on a plan statement dated as of March 31, 2006. Also includes 2,554 shares of Class A Common Stock acquired under the BlackRock, Inc.

(1) Employee Stock Purchase Plan through January 31, 2006. Also includes 7,238 shares of Class A Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan as restricted shares and which are now fully vested. Also includes 19,103 shares of restricted Class A Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting in two equal installments on 12/15/06 and 12/15/07.

Also includes 12,595 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan. Each Restricted

(2) Stock Unit is payable solely by delivery of an equal number of shares of Class A Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09.

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- (3) One share of Class B Common Stock is convertible, at any time, into one share of Class A Common Stock.

These shares are held in a trust for the benefit of one of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (5) Option became exercisable in two annual installments on 12/15/03 and 12/15/04.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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